

DotAsia Annual General Meeting (AGM) Minutes	
Date & Time:	February 26, 2023 (Sunday) 16:00 – 18:40 HKT (UTC +8)
Location:	Zoom Meeting Room: https://agm.dot.asia/zoom Venue: Sofitel Hotel, Manila
Member Representative Attendees:	Sun Young YANG (APNG) Satish BABU (APRALO & DotAsia Board) Jordan CARTER (auDA & incoming DotAsia Board Elect) Joel DISINI (DotPH & DotAsia Board) Hiro HOTTA (JPRS) Ole JACOBSEN (APIA /APRICOT) Anil Kumar JAIN (NIXI) Kanchana KANCHANASUT (THNIC) Jose LAY (ANC) Holmes LEONG (MONIC) AiChin LU (APTLD) Rajnesh Singh (ISOC APAC) Ellen STRICKLAND (InternetNZ & outgoing DotAsia Board) ^a Paul WILSON (APNIC)
Other Attendees:	<p>Other Representatives of Member Organizations & Board Members</p> <p>Onsite/Online: Santanu ACHARYA (outgoing DotAsia Board) Kashif ADEEL (outgoing DotAsia Board) Arthur CHANG (DotAsia Board) Nicole CHAN (incoming DotAsia Board Elect) Edmon CHUNG (DotAsia CEO & Board) Gloria/Gigi DISINI (DotPH) Murad IBRAGIMOV (DotAsia Board) Maureen HILYARD (APRALO & incoming DotAsia Board Elect) ^a Akinori MAEMURA (incoming DotAsia Board Elect) Tommy MATSUMOTO (APNG) ⁱ Yuri Takamatsu (JPRS) Leonid TODOROV (DotAsia Board)</p> <p>Election Committee: Cheryl LANGDON-ORR (Election Chair) Kuo-Wei WU ^h.</p> <p>Financial Services Provider: Tony HON (Fusion FS) ^{i, j}.</p> <p>Backend Registry Services Provider: Joseph YEE (Afilias / Identity Digital)</p> <p>DotAsia Team: Pavan BUDHRANI (DotAsia Team) Rebecca CHAN (DotAsia Team) Leona CHEN-BIRKNER (DotAsia Team) ^j Phyo Thiri LWIN (DotAsia Team) Kelvin TRUONG (DotAsia Team) June LAU (DotAsia Team) Karry YU (DotAsia Team) ^a.</p>

	<p>Other Attendees: Pavel Farhan (AP* Secretariat) Joao Freitas ^{c. f.} Bea Guevarra (NetMission) Md. Mahfuzus Salam KHAN ^{b.} Lim Choon Sai ^{e. d.} Sagarika WICKRAMASEKERA (Secretary APSIG) ^{k.}</p> <p>a. Joined meeting during Discussion Item 2. b. Joined meeting during Discussion Item 3.5. c. Joined meeting during Discussion Item 3.9. d. Join meeting during Discussion Item 3.10. e. Left meeting during Discussion Item 3.11. f. Left meeting during Discussion Item 4.2.3. g. Left meeting during Discussion Item 5.2.4. h. Joined meeting during Discussion Item 8.3. i. Joined meeting during Discussion Item 8.4. j. Left during Discussion Item 9. k. Joined meeting during Discussion Item 10.3. l. Left meeting during Discussion Item 11.5.</p>
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Discussions:

1. Member Representative Roll Call

- 1.1. As the Chair of the DotAsia Board, Leonid TODOROV chaired the DotAsia Annual General Meeting on Feb 26, 2023.
- 1.2. Roll call. Member representatives present for all or part of the meeting are included in the Member Representative Attendees section.
- 1.3. According to DotAsia's M&A, the quorum of the Annual General Meeting is 10. A quorum of members was present and the meeting was duly convened.

2. Board Chair Opening Remarks

- 2.1. Leonid welcomed DotAsia Members to the AGM on behalf of the Board.
- 2.2. The Chair provided an overview of the Board's work over the past year, highlighting the achievements and challenges faced.

3. Board Elections Chair Report

- 3.1. The Election Committee Chair reported on the Election procedures and processes.
- 3.2. It was noted that Murad IBRAGIMOV as the BGC Chair followed the Election Committee meetings in accordance with the Board Elections Procedures (BEP).
- 3.3. There were 4 vacant seats from Sponsor Member Category and 1 vacant seat from Co-Sponsor Member Category.
- 3.4. The Geographical Diversity requirement as specified in the DotAsia M&A and implemented in the Board Elections Procedures 2023 was highlighted. Considering the remaining Board Directors, it was noted that at least 1 candidate from the Australasia and Pacific sub-region is to be elected to the Board.

- 3.5. The Election Committee Chair also presented the Board Elections report.
 - 3.5.1. Nomination Results (for Board Elections 2023) was presented.
 - 3.5.1.1. Two (2) nominations were received in the Co-Sponsor Member category and eight (8) nominations were received in the Sponsor Member category.
 - 3.5.1.2. Both categories entered the Voting Period from Jan 30 to Feb 17, 2023.
 - 3.5.2. The Third-Party Scrutineer Report was presented to Members.
 - 3.5.2.1. It was reported that 24 ballots were sent to Sponsor Members, and 23 ballots were received.
 - 3.5.2.2. It was reported that 8 ballots were sent to Co-Sponsor Members, and 7 ballots were received.
 - 3.5.3. As a result, a total of 85 valid votes from 23 voters were counted as valid for the Sponsor Member Category and a total of 7 valid votes from 7 voters were counted as valid for the Co-Sponsor Member Category.
- 3.6. Voting Results (for Board Elections 2023) were presented:
 - 3.6.1. Elected candidates (to be serving until AGM 2025)
 - Jordan CARTER – Australasia and Pacific
 - Nicole T.I. CHAN – Northeast Asia
 - Jose Emmanuel DISINI – Central and Southeast Asia
 - Maureen HILYARD – Australasia and Pacific
 - Akinori MAEMURA – Co-sponsor Member Seat
- 3.7. A note of thank you was addressed to retiring Board Members and Election Committee (EC) Members.
- 3.8. The Election Chair noted that there was a concern raised by some Board Members regarding the validity of a number of the votes. As such the EC is now doing a detailed investigation on these issues and collecting data and evidence regarding the matter. It was also noted that the EC takes the sanctity of the votes seriously.
- 3.9. A question was raised about the drawing of lots in the case of equity of votes received among two or more candidates. The Election Chair explained that in accordance with the DotAsia M&A and the BEP, a drawing of lots is to be used to determine the elected candidate. The Election Chair further explained that the drawing of lots was conducted within the confines of the online voting platform provider and no one, including the candidates or the Election Committee, knew about the results until the preliminary results were provided. A member challenged the lot drawing process and proposed to redo the draw.
- 3.10. The Board Chair commented that the EC enjoys the full trust of the Board and affirmed that there was no communication prior to and during the election, apart from formal exchange of information before the election. The Election Chair responded that there was an observer on the EC, who is a DotAsia Board Member holding a trusted and privileged position and expected to maintain confidentiality, as such, the EC's deliberations are known to the observer, and the observer has been present in most, if not all EC meetings.
- 3.11. The Election Chair commented that the Election Committee takes the concerns

seriously and acknowledges that the process for the random draw was not specified in the DotAsia M&A or the BEP. The decision to conduct the random draw through the online platform was nevertheless made in advance of the entire elections process and fully tested with the provider. This process may be changed for future elections should it be desired by the Membership, and the EC will use this experience to make suggestions to potentially improve future processes.

- 3.12. The Board Chair remarked that the Board should not exercise authority over the EC's decisions and should not try to supersede them. While Board Members may privately agree or disagree with the decisions made by the EC, the principles of the appointment of an EC dictates that the Board should not challenge the ultimate decisions made by the independent committee.
- 3.13. A question was raised about whether a member vote at a members meeting should overturn the election results. It was noted that legal advice was received by the organization in the past regarding any ratification of board election results at an AGM, and that it was the legal counsel's opinion that allowing members at the AGM to overturn an election may not be appropriate given that it is generally attended by a subset of members and therefore usually a smaller set than the voting process that would allow the full membership to participate. (see: <https://www.dot.asia/policies/DotAsia-SA-onGovernance-2021-01-11.pdf> paragraphs 12 & 13)

4. Board Governance Committee (BGC) Report

- 4.1. Murad IBRAGIMOV presented the Board Governance Committee (BGC) Report as the BGC Chair.
- 4.2. In 2022:
 - 4.2.1. The BGC reviewed the Board Process, added the Board paper process and reviewed organizational human resources policies.
 - 4.2.2. The BGC also considered and recommended the appointment of SPB as additional legal counsel support for the Board and Board Committees.
 - 4.2.3. The BGC explored the conduction of performance review of the organization and the CEO, and is considering amendments to the DotAsia Articles of Association which will be discussed during this AGM.

5. Board Community Projects Committee (BCC) Report

- 5.1. Ellen STRICKLAND presented the Board Community Projects Committee (BCC) Report as the BCC Chair.
- 5.2. In 2022:
 - 5.2.1. It was reported that despite challenges faced by DotAsia, progress has been made in contributions to the community. The Sponsor Community Project (SCP) process continues to be developed, and a new project has been received through .TH and approved for supporting the BKNIX Peering Forum and ThaiNOG day.
 - 5.2.2. The BCC developed an initial Known Aligned Community Events (KACEs) list in accordance with the Board Community Engagement Support (BFC-003) policy to encourage Board Members to engage in community events, with financial support provided for some travel costs.

- 5.2.3. The BCC attended to updates on specific projects, such as the Youth Mobility Program and NetMission Academy, and highlighted the importance of outreach and engagement with the community.
- 5.2.4. The BCC continued to review the Social Impact Assessment (SIA) framework implemented for NetMission and APriGF, and year-to-year comparisons of 2021 and 2022 are now available.
- 5.3. The BCC Chair added a comment to incoming Board Members to keep the organization's purpose and value to the community in mind in the Board's work.

6. Board Finance Committee (BFC) Report

- 6.1. Kashif ADEEL presented the Board Finance Committee (BFC) Report as the BFC Chair.
- 6.2. In 2022:
 - 6.2.1. The BFC reviewed the details of the DotAsia budget, setting more progressive targets and is pleased to report that they have been achieved in the past year.
 - 6.2.2. The BFC worked with financial services provider to hold a workshop for the Board to better understand details of financial statements.
 - 6.2.3. The Board Community Engagement Support (BFC-003) policy was initiated and implemented with the aim to bridge the gap between the community and the Board.
- 6.3. Other activities and milestones of BFC since AGM 2022 were presented and highlighted, along with the Budget Allocation for 2022 – 2024.

7. Member Resolution: Appointment of Mazars as Auditors for DotAsia Organisation

- 7.1. It was proposed to continue to appoint Mazars as Auditors for DotAsia Organisation.
- 7.2. It was approved unanimously.

8. Member Discussions

- 8.1. Five items for which the Board has been considering regarding amendments to the DotAsia Memorandum & Articles of Association (M&A) were presented as follows:
 - Updating the DotAsia M&A to the DotAsia Articles of Association based on updated Companies Ordinance
 - Board Elections clarifications on definition of Nomination Report in the M&A
 - Considerations to formally include Observer members on the Board
 - Action requiring “major majority” decision of Board
 - CEO position as a Board Director
- 8.2. A comment was raised on the inclusion of Observer members on the DotAsia Board to address issues of participation of individuals from sanctioned countries. It was noted that DotAsia should work on such issues together with the community and obtain legal advice to ensure such issues are addressed in an appropriate way.

- 8.3. A clarification was made by a Board Member that the definition of “major majority” is not defined in legal practice and that the issue is raised because the Board would like to have a more specific definition. It was also added that legal counsel suggested that both two-thirds or 75% should be reasonable for the definition of “major majority”. It was clarified that member decisions (not Board decisions) on issues requiring more than simple majority is defined in the HK laws as 75%.
- 8.4. A question was raised whether there has been any concern or serious study and review of how the CEO's position on the Board fits into or affects DotAsia's broader governance structure. It was noted that some Board Members have suggested that voting directors should be elected from the community.
- 8.5. A further question was added on whether the governance review was considered through a defined and formal Board process and whether this consultation of the members is part of the governance review. It was noted that the Board is seeking community inputs on the matter.

9. .Asia Registry Backend Provider Report (Afilias)

- 9.1. .Asia Registry Technical Update was presented by Joseph YEE of Afilias.
- 9.2. A question was raised about whether from statistical data it can be observed that the trend on DNS Abuse is rising or falling. It was explained that DNS Abuse cases have by and large remained quite even.

10. Financial Report (Fiscal Year Ending : Sep 30, 2022)

- 10.1. Financial Report for fiscal period Oct 1, 2021 – Sep 30, 2022 for DotAsia Organisation was presented by Tony HON of Fusion FS. It was highlighted that the presented financials are for the DotAsia Organisation Limited only, and not consolidated financials for the entire DotAsia Group.
- 10.2. Income & Expense for fiscal period Oct 1, 2021 – Sep 30, 2022 for DotAsia Foundation was presented by Rebecca CHAN. It was noted that financials have not been audited yet due to the ongoing process in completion of the settlement of lawsuits, which affects the financial numbers.
- 10.3. A question was raised about clarification for breakdown of the various projects. It was explained that such information is included in budget and financial projections.

11. DotAsia Highlights 2022 & Strategic Plan 2023-2025

- 11.1. It was highlighted that the strategic directive presented at AGM 2022 was: Asia Pacific Collaboration & Solidarity – Expand Member Engagement, Foster Collaborations between Members & Enhance Asia Pacific Solidarity; and that DotAsia successfully called together a joint APNIC, APSIG and APriGF event in Sep 2022 in Singapore with the community, as the first hybrid event with a significant onsite component for the Asia Pacific Internet community coming out of the pandemic.
- 11.2. It was also highlighted that DotAsia has expanded engagement with Members to collaborate in various initiatives of youth, IDN, UA and DNS Abuse.
- 11.3. It was reported that DotAsia was involved in 18 sessions at the global IGF as speakers or moderators and that Phylo spoke on behalf of the world youth at the IGF 2022 Closing Ceremony in Addis Ababa, Ethiopia.

- 11.4. It was also reported that after 10 years of work, .KIDS has been successfully launched in 2022.
- 11.5. As a break in the usual annual strategic directive, the strategic direction for the DotAsia team for the next 3 years from 2023-2025 is set forward as: Broaden Collaboration, Shaping the narrative in support of the Global Multi-stakeholders Internet Governance from Asia Pacific – Support the advancement of Multistakeholder Internet Governance Model as a leading voice from the Asia Pacific Internet Community.

12. Open Discussions

- 12.1. A question was raised whether incoming Board Members will be seated for the Board. It was responded that the incoming Board Members are to be seated upon the AGM and that outgoing Board Members shall step down. It was also noted that the EC is investigating further disputes raised and that if as a result of which the EC would recommend a by-election, then such implicated Directors shall be subject to re-election.
- 12.2. The Board Chair noted a first Board meeting including the newly elected Board Members will take place immediately after the AGM.
- 12.3. The Board Chair thanked the Election Chair specially for her work.
- 12.4. The Board Chair also noted that a first review of the CEO position was undertaken to allow the Board to benchmark the performance against other candidates, and as a result of discussions in a selection committee and the Board, a letter was sent to a most qualified contestant, but that it is too premature for now to suggest there is any change. Until otherwise announced, the current CEO continues in his role.

13. Joint Dinner with AP* Retreat

- 13.1. The Joint Dinner with AP* Retreat is held at Top Country Chef Restaurant at Sea Escape.